

# CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N.Y. 10005

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TELEX

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NOV 14 1978

Fee \$10.00

ICC Washington, D. C

RECORDATION NO. 9291 Filed 1425

NOV 15 1978 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

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Supplement No. 6 to Equipment Trust Agreement  
dated as of February 1, 1978, between  
First Security Bank of Utah, National Association,  
Trustee, and Itel Corporation, Rail Division,  
recorded with the ICC on March 21, 1978,  
Recordation No. 9291

Dear Sir:

Enclosed herewith for filing pursuant to Section 20c of the Interstate Commerce Act is Supplement No. 6 dated as of November 10, 1978, to an Equipment Trust Agreement dated as of February 1, 1978, relating to the issuance of the Equipment Trust Certificates, 1978 Series 2, of Itel Corporation, Rail Division. The parties to the enclosed Supplement are:

Itel Corporation, Rail Division  
Two Embarcadero Center  
San Francisco, California 94111

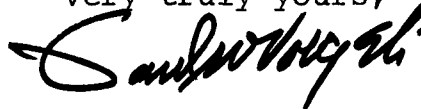
and

First Security Bank of Utah,  
National Association, as Trustee  
79 South Main Street  
Salt Lake City, Utah 84111.

Please record one of the six enclosed copies and stamp the other five copies and the copy of this letter

enclosed herewith with the recordation data and return such copies to the delivering messenger who will wait. A check in the amount of \$10 is enclosed in payment of the applicable recording fee.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Paul W. Voegeli", written in a cursive style.

Paul W. Voegeli

The Acting Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

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BY HAND

**SUPPLEMENT NO. 6 TO EQUIPMENT TRUST AGREEMENT**

**DATED AS OF FEBRUARY 1, 1978**

RECORDATION NO. 9291-1 Filed 1425

NOV 15 1978 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 6**, dated as of November 10, 1978, to Equipment Trust Agreement dated as of February 1, 1978 (hereinafter called the Equipment Trust Agreement), between **FIRST SECURITY BANK OF UTAH**, National Association, as Trustee (hereinafter called the Trustee), and **ITEL CORPORATION**, a Delaware corporation (hereinafter called ITEL), acting through its Rail Division.

**WHEREAS** the parties hereto are parties to the Equipment Trust Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 21, 1978, at 9:40 AM, recordation number 9291;

**WHEREAS** ITEL desires to assign and transfer additional Equipment to the Trustee; and

**WHEREAS** Section 4.03 of the Equipment Trust Agreement authorizes the assignment and transfer of such additional Equipment to the Equipment Trust Agreement by Supplement to the Equipment Trust Agreement executed by the Trustee and by ITEL and recorded with the Interstate Commerce Commission pursuant to the requirements of Section 20c of the Interstate Commerce Act.

**NOW, THEREFORE**, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

**SECTION 1.** Schedule A to the Equipment Trust Agreement is amended by adding thereto the Equipment described in Annex I attached hereto.

**SECTION 2.** Except as hereinabove specifically set forth, the Equipment Trust Agreement, as heretofore supplemented by Supplement Nos. 1, 2, 3, 4, and 5 thereto, shall remain in full force and effect.

**SECTION 3.** The provisions of this Supplement No. 6, and all the rights and obligations of the parties hereunder, shall be governed by the laws of the State of Utah.

**FIRST SECURITY BANK OF UTAH,  
National Association, as Trustee,**

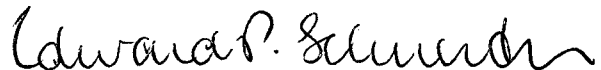
by:   
**Authorized Officer**

(Seal)

Attest:

  
**Authorized Officer**

**ITEL CORPORATION, Rail Division**

by:   
**Vice President, Rail Division**

(Corporate Seal)

Attest:

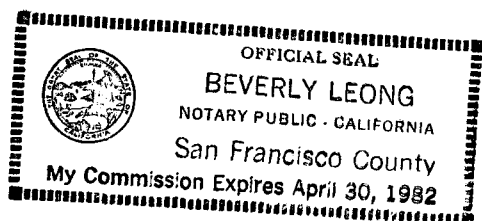
  
**Assistant Secretary**

## ANNEX I

<u>Lessee</u>	<u>Units of Trust Equipment</u>	<u>Road Numbers</u>	<u>Trust Equipment Description</u>
<u>Equipment to be added to Schedule A to the Equipment Trust Agreement:</u>			
East Camden & Highland Railroad Company	161	EACH 2001-2161 Both Inclusive	70-ton, 50'6" Boxcars with 10' sliding and 10" end-of-car cushioning, AAR Mechanical Designation XM
Mississippi Export Railroad Company	98	MSE 902-999 Both Inclusive	70-ton, 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning AAR Mechanical Designation XM
Green Mountain Railroad Corporation	50	GMRC 750-799 Both Inclusive	70-ton, 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning AAR Mechanical Designation XM
Texas Mexican Railway Company	150	TXM 3000-3149 Both Inclusive	70-ton, 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning AAR Mechanical Designation XM

STATE OF CALIFORNIA     )  
                                  )  
CITY AND COUNTY OF     ) ss.:  
SAN FRANCISCO            )

On this 10th day of November, 1978, before me personally appeared EDWARD P. SCHNEIDER, to me personally known, who being by me duly sworn, says that he is Vice President, Rail Division, of ITEL Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Beverly Leong  
Notary Public

(Notarial Seal)

STATE OF UTAH,            )  
                                  ) ss.:  
COUNTY OF SALT LAKE    )

On this 13 day of Nov., 1978, before me personally appeared ROBERT S. CLARK, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Theresa L. Hill-Cora  
Notary Public

My Commission Expires November 15, 1981  
My Commission Expires \_\_\_\_\_

(Notarial Seal)